



**ALEGENT HEALTH
LASTING HOPE RECOVERY CENTER COMMITTEE CHARTER**

I. STATEMENT OF PURPOSE

The Lasting Hope Recovery Center Committee (“Committee”) shall be responsible for:

- A. Developing and recommending policies for establishing and administering the Lasting Hope Recovery Center (“Center”);
- B. Providing oversight and management assistance to the Alegent Health Board of Directors (“Board”) regarding the ongoing operation of the Center, including the mental health, substance abuse, and professional education programs;
- C. Developing and recommending a full continuum of care for the Center and the surrounding Community;
- D. Preparing annual budgets for the Center for the Board’s ratification and approval and monitoring compliance with same; and
- E. Reporting to the Board in the same manner as any other provider-based department of Alegent Health – Bergan Mercy Health System.

II. MEMBERSHIP

A. **Composition.** The Committee Members shall consist of the following:

- 1. The chief executive officers of those hospitals, universities, health systems and similar organizations which have entered into contribution agreements (“Contribution Agreements”) with Behavioral Health Support Foundation (“BHSF”) providing for a ten (10) year funding commitment of \$5,000,000 for the Center (collectively, the “Hospital Representative Members”);
- 2. The Chief Executive Officers of other hospitals, universities, health systems and similar organizations who have been unanimously nominated by the Committee (collectively, the “Hospital Elected Members”); and
- 3. The Board Chair plus five (5) additional individuals committed to the furtherance of access to, and availability of, behavioral health care services in the community served by the Center, and willing to devote the necessary time and energy for self-education, corporate functions and other actions necessary to fulfill this commitment (collectively, the “Community Representative Members”).
- 4. At all times, there will be at least two (2) voting members of the Board serving on the Committee.

B. Appointment and Term.

1. The Hospital Representative Members shall serve on the Committee during their term as the chief executive officer of their respective health system. Their successors shall automatically succeed to their predecessor's Committee seat.
2. The Hospital Elected Members shall serve on the Committee for a term of one (1) year.
3. The initial Community Representative Members shall be recommended by BHSF's Board of Directors. Thereafter, the Community Representative Members shall be appointed by the Committee's Nominating/Governance Subcommittee. The terms of the Community Representative Members shall be one (1) year or until their successors are appointed.
4. Annually, the Board shall ratify and approve the appointment of the Committee Members. In the event the Board determines there is a material and significant reason for not approving the appointment or reappointment of any individual Committee Member, it shall communicate such decision to the Committee's Nominating/Governance Subcommittee and shall enter into good faith discussions relative to its decision not to appoint or reappoint the Committee Member. If the parties cannot agree as to the appointment within fifteen (15) days, the Committee's Nominating/Governance Subcommittee shall nominate an alternate Committee Member.
5. Notwithstanding any of the above, the appointment of each and every Committee Member shall be subject to approval and ratification by the Board.

C. Resignation. Committee Members may resign at any time by giving written notice to the Chair of the Committee, who shall advise the Committee's Members of any such resignation. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation and unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

D. Removal. Community Representative Members may be recommended for removal, with or without cause, by a vote of a majority of the Community Representative Members, excluding for purposes of determining a majority, the Community Representative Member in question. Hospital Elected Members may be recommended for removal, with or without cause, by a unanimous vote of the Committee, excluding the Hospital Elected Member in question. Any such recommendation for removal of a Community Representative Member or Hospital Elected Member shall be subject to the ratification and approval of the Board.

E. Vacancies. An appointment to fill a vacancy for any Committee Member's seat occurring for any reason shall be recommended by the Committee's Nominating/Governance Subcommittee and ratified and approved by the Board. Each Committee Member so appointed shall hold office for the remaining term of the Committee Member he or she is replacing.

III. MEETINGS

- A. **Regular Meetings.** Regular meetings of the Committee shall be held at such time and place as the Committee may designate, or in the absence of designation by the Committee, as the Committee's Chair shall designate.
- B. **Special Meetings.** Special meetings of the Committee may be called by or at the request of the Committee's Chair or any two Committee Members. The person or persons authorized to call special meetings of the Committee may fix the time and place for holding any special meeting of the Committee called by them.
- C. **Telephone or Electronic Meetings.** Any regular or special meeting of the Committee may be held by means of conference telephone or similar communication equipment, by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute attendance and presence in person at the meeting of the Committee Members participating.
- D. **Notices.** Regular meetings of the Committee may be held without additional notice of the date, time, place, or purpose of the meeting. Notice of special meetings providing the date, time and place of the meeting shall be communicated to each Committee Member at least two (2) days prior to the date of holding these meetings. Such notice shall be in writing and shall be considered given and received when (a) personally delivered to the Committee Member; (b) delivered by facsimile transmission, receipt confirmed; (c) delivered by overnight courier which provides confirmation of delivery; (d) delivered by e-mail; or (e) three (3) business days after deposited in the United States mail, first class postage prepaid. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Committee need be specified in the notice. Any Committee Member may waive notice of any meeting. The attendance of a Committee Member at any meeting shall constitute a waiver of notice of such meeting, except where a Committee Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
- E. **Quorum.** A majority of Committee Members shall constitute a quorum for the transaction of business at any meeting of the Committee. If at any meeting there is less than a quorum of the Committee Members present, a majority of those present may adjourn the meeting from time to time without further notice.
- F. **Manner of Acting.** The act of a majority of the Committee Members present at a meeting at which a quorum is present shall be the act of the Committee, unless the act of a greater number is required by this Charter.
- G. **Informal Action.** Any action which may be taken at a meeting of the Committee may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Committee Members.
- H. **Presumption of Assent.** A Committee Member who is present at a meeting of the Committee at which action on any matter is taken, shall be presumed to have assented to the action taken, unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the

person acting as the secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered or certified mail to the Chair of the Committee within three (3) business days after the adjournment of the meeting. Such right to dissent shall not apply to a Committee Member who voted in favor of such action.

IV. COMMITTEE LEADERSHIP

- A. **Leadership.** The Committee leadership shall consist of a Chair and Vice-Chair, both of whom shall be Community Representative Members.
- B. **Appointment and Term.** The Committee's Chair and Vice-Chair shall be appointed by the Committee's Nominating/Governance Subcommittee subject to the ratification and approval of the Board Chair. The Committee's Chair and Vice-Chair shall serve one (1) year terms or until his or her successor is appointed. The Committee's Vice-Chair, at the end of his or her one (1) year term, shall succeed to the office of the Committee's Chair.
- C. **Resignation.** The Committee's Chair and Vice-Chair may resign at any time by giving written notice to the Board Chair. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation by the Board Chair and unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.
- D. **Removal.** The Committee's Chair and Vice-Chair may be recommended for removal from office by a vote of a majority of the Community Representative Members, excluding for purposes of determining a majority, the officer in question, whenever in their judgment the best interests of the Committee will be served thereby. Any such recommendation for removal shall be subject to the ratification and approval of the Board Chair.
- E. **Vacancies.** A vacancy in any office, because of death, resignation, removal, disqualification or otherwise shall be filled in the same manner as the initial appointment process with the successor to serve for the unexpired portion of the term in question.
- F. **Chair.** The Committee's Chair shall perform all duties incident to the office of Chair including presiding over all meetings of the Committee and such other duties as may be prescribed by the Committee from time to time.
- G. **Vice-Chair.** The Committee's Vice-Chair shall act as an aide to the Committee's Chair and shall perform the duties of the Committee's Chair in the absence or disability of that officer to act. The Committee's Vice-Chair shall carry out such additional duties as may be assigned by the Committee's Chair or the Committee.

V. SUBCOMMITTEES

- A. **Standing Subcommittees.** The standing subcommittees of the Committee shall be the Continuum of Care Subcommittee, Nominating/Governance Subcommittee, and

Education Subcommittee. The Committee may authorize such other standing subcommittees and assign to the subcommittees such other duties as it considers appropriate at any time by resolution of the Committee. The composition and role of each of the standing subcommittees shall be as provided in this Paragraph 5. Each subcommittee shall elect its own chairperson. The provisions set forth in Paragraph 3 above governing Committee meetings (i.e. quorum, manner of acting, notice of meetings and informal action) shall apply to all standing subcommittees.

B. Continuum of Care Subcommittee.

1. **Composition.** The Continuum of Care Subcommittee shall be appointed by the Committee's Nominating/Governance Subcommittee and may include one or more of the following:
 - (a) A representative from each of Creighton University School of Medicine and the University of Nebraska Medical School;
 - (b) One or more senior executives of the Nebraska Department of Health and Human Services;
 - (c) Region 6 Regional Administrator;
 - (d) Region 6 Governing Board Chair;
 - (e) Executive Director of the Center;
 - (f) Two (2) representatives from community-based agencies funded by Region 6 and specializing in behavioral health services, who initially shall be the executive directors of Community Alliance and Catholic Charities;
 - (g) A private practice psychiatrist;
 - (h) A law enforcement representative;
 - (i) Two (2) Community Representative Members;
 - (j) Consumer representative; and
 - (k) Such other members as appointed by the Committee's Nominating/Governance Subcommittee.
2. **Duties.** The primary focus of the Continuum of Care Subcommittee shall be to serve as an advisory committee to the Committee to address issues relating to the continuum of behavioral health care for the Center's patients, including but not limited to, the transition of patients from the Center into the community as productive, healthy individuals and to facilitate clinical integration.

C. Nominating/Governance Subcommittee.

1. **Composition.** The Nominating/Governance Subcommittee shall consist of the Community Representative Members.
2. **Duties.**
 - (a) The Nominating/Governance Subcommittee shall:
 - (i) Appoint, subject to the Board's ratification and approval, the Community Representative Members;
 - (ii) Appoint the Committee's Chair and Vice-Chair, subject to the Board Chair's ratification and approval; and
 - (iii) Appoint the members of all standing and advisory subcommittees.
 - (b) The Nominating/Governance Subcommittee shall also review, on a periodic basis, core governance and board composition issues, including the criteria, evaluation and nomination of Community Representative Members; the appropriateness of the Committee's size, leadership, composition and subcommittee structure; and codes of ethical conduct.

D. Education and Training Subcommittee.

1. **Composition.** The Education and Training Subcommittee shall consist of at least one (1) Committee Member and may have such other non-Committee Members as appointed by the Nominating/Governance Subcommittee.
2. **Duties.** The Education and Training Subcommittee shall be responsible for monitoring the Center's progress in integrating education with clinical services.

E. Other Subcommittees. The Committee may, by resolution, appoint one or more advisory subcommittees which must consist of at least one (1) Committee Member but which may have non-Committee Members appointed thereto. Such advisory subcommittees shall not have the power to act on behalf of the Committee but shall fulfill the purposes for which they were formed and report their findings to the Committee.

F. Term of Office. Each member of a subcommittee shall serve for a one (1) year term, or until his or her successor is appointed, unless the subcommittee shall be sooner terminated or discharged, or unless such member be removed from such subcommittee, or unless such member shall cease to qualify as a member thereof. Vacancies in the membership of any subcommittee may be filled by appointments made in the same manner as provided in the case of the original appointments.

G. Subcommittee Procedures. Each subcommittee shall record minutes of its recommendations and conclusions and shall promptly deliver a copy of such minutes to the Committee Chair and Board Chair. Each subcommittee shall also report to the Committee concerning all matters upon which it has acted. Each subcommittee shall

meet as needed. Reasonable notice of any subcommittee meeting shall be given to the Committee Chair who shall have the right to attend and comment on the deliberations of the subcommittee. The Committee Chair or the subcommittee chairperson may invite to any subcommittee meeting such other individuals as they may select who may be helpful to the deliberations of the subcommittee.

VI. RELIANCE; EXPERTS; COOPERATION

- A. **Retention of Advisors.** The Committee, upon concurrence of the Board Chair, has the power, in its discretion, to retain, at the Center's expense, such advisors and experts as it deems necessary or appropriate to carry out its duties.
- B. **Reliance Permitted.** The Committee will act in reliance on management, the Center's independent public accountants, internal auditors, and advisors and experts as it deems necessary or appropriate to enable it to carry out its duties.

VII. RATIFICATION STANDARD

- A. **Standard.** Whenever in this Charter the ratification and approval of the Board or the Board Chair is required, such ratification and approval shall not be unreasonably withheld.